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IT IS SO ORDERED.

Dated: November 23, 2010




Jeffery P. Hopkins
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION**

-----x Chapter 11
In re: :
: Case No. 10-16642
VENTILEX USA INC., :
: Judge Jeffery P. Hopkins
Debtor. :
-----x

**ORDER GRANTING APPLICATION OF DEBTOR AND DEBTOR-IN-POSSESSION
PURSUANT TO SECTIONS 327(a) AND 328 OF THE BANKRUPTCY CODE FOR
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
ARETE MANAGEMENT SOLUTIONS, LLC AS FINANCIAL ADVISOR
NUNC PRO TUNC AS OF OCTOBER 19, 2010**

This matter came before the Court pursuant to the *Application of Debtor and Debtor-in-Possession, Pursuant to Sections 327(a) and 328 of the Bankruptcy Code for Order Authorizing the Retention and Employment of Arete Management Solutions, LLC as Financial Advisor Nunc Pro Tunc as of October 19, 2010* dated October 25, 2010 [Docket No. 52] (the "Application"), filed on behalf of Ventilex USA Inc. ("Debtor"), and seeking entry of an order approving the Debtor's retention of Arete Management Solutions, LLC ("Arete") as financial advisor for the

Debtor; and the Court, having reviewed the Application and the Hunter Affidavit (as defined therein); and, after due deliberation, this Court finds that: (i) it has jurisdiction over the matters raised in the Application under 28 U.S.C. §§157 and 1334; (ii) venue of this matter is proper under 28 U.S.C. §§1408 and 1409; (iii) this matter is a core proceeding under 28 U.S.C. §157(b)(2); (iv) the relief requested in the Application is in the best interests of Debtor, its estate, creditors, and other parties in interest; (v) adequate and proper notice of the Application was provided and no objections or other responses to the Application or the relief requested therein were filed; and (vi) Arete is a “disinterested person” as that term is defined in Bankruptcy Code Section 101(14) and otherwise does not have any interests adverse to the Debtor or its estates; and (vii) good and sufficient cause exists for the granting of the relief requested in the Application as set forth herein. Accordingly, it is hereby ORDERED, ADJUDGED, and DECREED that:

1. The Application is GRANTED as set forth herein.
2. Unless otherwise defined or stated herein, all capitalized terms used herein shall have the meanings ascribed to them in the Application.
3. The Debtor is authorized to retain and employ Arete as financial advisor in this case, pursuant *inter alia* to section 327(a) and 328 of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Bankruptcy Rule 2014-1, on the terms and conditions set forth in the Application and the Engagement Agreement.
4. Arete shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and Local Bankruptcy Rules and any other applicable Orders or procedures of this Court.

5. The requirement pursuant to Local Bankruptcy Rule 9013-1(a) that the Debtor file a separate memorandum of law in support of the Application is hereby waived with respect to the Application only.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

7. This Order and the relief set forth herein is effective *nunc pro tunc* as of October 19, 2010.

IT IS SO ORDERED.

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Prepared and submitted by:

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The following is the list of **parties** who are currently on the list to receive e-mail notice/service for this case and who were served by the Court's electronic noticing system:

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The following is the list of parties who are not on the list to receive e-mail notice/service for this case and who were served by United States Mail, postage prepaid:

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